

**UNITED STATES BANKRUPTCY COURT  
DISTRICT OF NEW JERSEY**

**Caption in Compliance with D.N.J. LBR 9004-1(b)**

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In re:

RITE AID CORPORATION, *et al.*,

Debtors.<sup>1</sup>

Chapter 11

Case No. 23-18993 (MBK)

(Jointly Administered)

**THE UNITED STATES' WITNESS & EXHIBIT LIST RELATING TO DECEMBER 19,  
2023 HEARING ON DEBTORS' DIP FINANCING MOTION [DKT. NO. 38] AND CASH  
MANAGEMENT MOTION [DKT. NO. 10]**

The United States of America hereby submits its Witness and Exhibit List for the hearing to be held on Tuesday, December 19, 2023, at 11:30 a.m. (ET) (the "Hearing"), concerning the following: (1) *Debtors' Motion for Entry of Interim and Final Orders (I) Authorizing the Debtors to (A) Obtain Postpetition Financing and (B) Utilize Cash Collateral, (II) Granting Liens and Superpriority Administrative Expense Claims, (III) Granting Liens and Superpriority*

<sup>1</sup> The last four digits of Debtor Rite Aid Corporation's tax identification number are 4034. A complete list of the Debtors in these chapter 11 cases and each such Debtor's tax identification number may be obtained on the website of the Debtors' claims and noticing agent at <https://restructuring.ra.kroll.com/RiteAid>. The location of Debtor Rite Aid Corporation's principal place of business and the Debtors' service address in these chapter 11 cases is 1200 Intrepid Avenue, 2nd Floor, Philadelphia, Pennsylvania 19112.

*Administrative Expense Claims, (III) Granting Adequate Protection, (IV) Modifying the Automatic Stay, (V) Scheduling a Final Hearing, and (VI) Granting Related Relief* [Docket No. 38]; and (2) *Debtors' Motion for Entry of Interim and Final Orders (I) Authorizing the Debtors to (A) Continue to Operate Their Cash Management System; (B) Honor Certain Prepetition Obligations Related Thereto, (C) Maintain Existing Business Forms, and (D) Perform Intercompany Transactions and (II) Granting Related Relief* [Docket No. 10].

### **WITNESS LIST**

The United States may call the following witnesses:

1. Any witness listed or called by any other party;
2. Rebuttal witnesses as necessary; and
3. The United States reserves the right to cross-examine any witness called by any other party.

### **EXHIBITS**

A list of exhibits on which the United States may rely at the Hearing is set forth below:

Ex. No.	Description	Offered	Objection	Disposition
1.	Domestic/Amended Restated Articles of Elixir Insurance Company filed with the Ohio Sec. of State on 5/19/2020.			
2.	Ohio Dep't of Insur., Company Search Results for Elixir Insurance Company.			
3.	UCC-1 Financing Statement #OH00267516741, filed with Ohio Sec. of State by Part D Receivable Trust 2020-1, Series F, on Oct. 12, 2022.			
4.	UCC-1 Financing Statement #OH00270908393, filed with Ohio Sec. of State by Part D Receivable Trust 2020-1, Series G, on Feb. 23, 2023.			

Ex. No.	Description	Offered	Objection	Disposition
5.	Approved Budget, Dkt. No. 120, Ex. E.			
6.	Medicare Prescription Drug Benefit Manual, Ch. 3, §§ 10 – 30.5 (Upd. Aug 12, 2020).			
7.	42 C.F.R. § 423.508.			
8.	42 C.F.R. § 423.44.			
9.	Revised and Restated Pharmacy Benefit Management Services Agreement (Medicare Part D), dated effective Jan., 1, 2010, at amended.			
10.	Rite Aid Corporation, <i>et al.</i> , Periodic Report Regarding Value, Operations, and Profitability of Entities in Which the Debtor’s Estate Holds a Substantial or Controlling Interest, filed Dec. 13, 2023 [Dkt. No. 1068].			
11.	Office of the Ohio Insurance Liquidator website ( <a href="https://insurance.ohio.gov/about-us/divisions/ohio-insurance-liquidator">https://insurance.ohio.gov/about-us/divisions/ohio-insurance-liquidator</a> ).			

PLEASE TAKE FURTHER NOTICE THAT the United States reserves the right to amend, supplement, and modify the Witness List and Exhibit List and introduce into evidence (i) any exhibits listed by other parties, (ii) any documents for the purposes of rebuttal or impeachments, or (iii) any pleadings or other court filings. The United States further reserves the right to call any witness identified by any other party or for the purposes of rebuttal.

Dated: December 18, 2023

Respectfully Submitted,

BRIAN M. BOYNTON  
Principal Deputy Assistant Attorney General

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/s/ Gregory W. Werkheiser  
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*Counsel for the United States*

**CERTIFICATE OF SERVICE**

I, Gregory W. Werkheiser, certify that on December 18, 2023, I caused the foregoing document to be served through the CM/ECF system for the United States Bankruptcy Court for the District of New Jersey, on all CM/ECF participants registered to receive electronic notices in the above-captioned cases.

Dated: December 18, 2023

By: /s/ Gregory W. Werkheiser  
Gregory W. Werkheiser  
Trial Attorney